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Department of the Treasury Internal Revenue Service

For calendar year 2011 or other tax year beginning 12/01, 2011, and ending 11/30, 2012 See separate instructions.

Open to Public Inspection for 501(c)(3) Organizations Only

A Check box if address changed

Name of organization (Check box if name changed and see instructions)

D Employer identification number (Employees' trust see instructions)

B Exempt under section

THE ANSCHUTZ FOUNDATION

74-2316617

X 501(C)(3) 408(e) 220(e) 408A 530(a) 529(a)

Print or Type

Number, street, and room or suite no If a P O box, see instructions

E Unrelated business activity codes (See instructions)

1727 TREMONT STREET

City or town, state, and ZIP code

551112

DENVER, CO 80202

C Book value of all assets at end of year

F Group exemption number (See instructions)

G Check organization type X 501(c) corporation 501(c) trust 401(a) trust Other trust

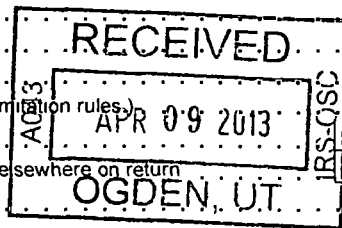
H Describe the organization's primary unrelated business activity INVESTMENTS

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes X No If "Yes," enter the name and identifying number of the parent corporation

J The books are in care of THE ANSCHUTZ FOUNDATION Telephone number 303-308-8220

Table with 4 columns: Description, (A) Income, (B) Expenses, (C) Net. Rows include Gross receipts or sales, Cost of goods sold, Gross profit, Net gain (loss), and Total. Total net income is -71,419.

Table with 4 columns: Description, (A) Income, (B) Expenses, (C) Net. Rows include Compensation of officers, Charitable contributions, Depreciation, and Unrelated business taxable income. Total net income is -71,419.



SCANNED APR 18 2013

Handwritten initials '16 P'

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation Controlled group members (sections 1561 and 1563) check here
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order)
b Enter organization's share of (1) Additional 5% tax (not more than \$11,750)
c Income tax on the amount on line 34
36 Trusts Taxable at Trust Rates. See instructions for tax computation Income tax on the amount on line 34 from
37 Proxy tax See instructions
38 Alternative minimum tax
39 Total Add lines 37 and 38 to line 35c or 36, whichever applies

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118, trusts attach Form 1116)
b Other credits (see instructions)
c General business credit Attach Form 3800 (see instructions)
d Credit for prior year minimum tax (attach Form 8801 or 8827)
e Total credits Add lines 40a through 40d
41 Subtract line 40e from line 39
42 Other taxes Check if from Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule)
43 Total tax Add lines 41 and 42
44 a Payments A 2010 overpayment credited to 2011
b 2011 estimated tax payments
c Tax deposited with Form 8868
d Foreign organizations Tax paid or withheld at source (see instructions)
e Backup withholding (see instructions)
f Credit for small employer health insurance premiums (Attach Form 8941)
g Other credits and payments Form 2439 Form 4136 Other Total
45 Total payments. Add lines 44a through 44g
46 Estimated tax penalty (see instructions) Check if Form 2220 is attached
47 Tax due If line 45 is less than the total of lines 43 and 46, enter amount owed
48 Overpayment If line 45 is larger than the total of lines 43 and 46, enter amount overpaid
49 Enter the amount of line 48 you want Credited to 2012 estimated tax Refunded

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts If YES, enter the name of the foreign country here
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file
3 Enter the amount of tax-exempt interest received or accrued during the tax year

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

1 Inventory at beginning of year
2 Purchases
3 Cost of labor
4 a Additional section 263A costs (attach schedule)
b Other costs (attach schedule)
5 Total Add lines 1 through 4b
6 Inventory at end of year
7 Cost of goods sold Subtract line 6 from line 5 Enter here and in Part I, line 2
8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?

Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign Here Signature of officer Date Title May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN Firm's name Firm's EIN Firm's address Phone no

ATTACHMENT 1

FORM 990T - LINE 5 - INCOME (LOSS) FROM PARTNERSHIPS

FROM TOWERBROOK INVESTORS II, L.P.

-71,419.

INCOME (LOSS) FROM PARTNERSHIPS

-71,419.